

EXHIBIT K

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant ☒
Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☒ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to Rule 14a-12

Industrea Acquisition Corp.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- ☐ Fee paid previously with preliminary materials.
- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

- The risk that recently completed acquisitions may divert CPH's resources from other aspects of its business and require it to incur additional debt, which may subject CPH to additional and different regulations;
- The risk that CPH is adversely affected by recent developments relating to the United Kingdom's referendum vote in favor of leaving the European Union;
- The risk that fluctuations in foreign currencies affect CPH's business operations due to a material portion of its business being conducted in currency other than U.S. dollars; and
- The risk that recently enacted U.S. tax legislation may adversely affect its business, results of operations, financial condition and cash flow.

The Industrea Board concluded that these risks could be managed or mitigated by Industrea or were unlikely to have a material impact on the Business Combination or Industrea, and that, overall, the potentially negative factors or risks associated with the Business Combination were outweighed by the potential benefits of the Business Combination to Industrea and its stockholders. The Industrea Board realized that there can be no assurance about future results, including results considered or expected as disclosed in the foregoing reasons. The foregoing discussion of the material factors considered by the Industrea Board is not intended to be exhaustive, but does set forth the principal factors considered by the Industrea Board.

Certain CPH Historical and Projected Financial Information

In April 2018, CPH provided Industrea with its internally prepared historical and projected financial information for the fiscal years ending October 31, 2018 and October 31, 2019. The projected financial information was not prepared with a view towards compliance with the published guidelines of the SEC or the guidelines established by the Public Company Accounting Oversight Board for preparation and presentation of prospective financial information. These projections were prepared solely for internal use, and capital budgeting and other management purposes, and are subjective in many respects and therefore susceptible to varying interpretations and the need for periodic revision based on actual experience and business developments, and were not intended for third-party use, including by investors or holders. You are cautioned not to rely on the projections in making a decision regarding the transaction, as the projections may be materially different than actual results.

The projections reflect numerous assumptions including assumptions with respect to general business, economic, market, regulatory and financial conditions and various other factors, all of which are difficult to predict and many of which are beyond CPH's control, such as the risks and uncertainties contained in the section entitled "Risk Factors." The projections reflect the consistent application of the accounting policies of CPH and should be read in conjunction with the accounting policies included in Note 2 to the accompanying historical audited consolidated financial statements of CPH included in this proxy statement/prospectus.

The financial projections are forward-looking statements that are based on growth assumptions that are inherently subject to significant uncertainties and contingencies, many of which are beyond CPH's control. While all projections are necessarily speculative, CPH believes that the prospective financial information covering periods beyond 12 months from its date of preparation carries increasingly higher levels of uncertainty and should be read in that context. There will be differences between actual and projected results, and actual results may be materially greater or materially less than those contained in the projections. The inclusion of projections in this proxy statement/prospectus should not be regarded as an indication that CPH or its representatives considered or currently consider the projections to be a reliable prediction of future events, and reliance should not be placed on the projections.

The projections were requested by, and disclosed to, Industrea for use as a component in its overall evaluation of CPH, and are included in this proxy statement/prospectus because they were provided to the Industrea Board for its evaluation of the Business Combination. **Following the provision of such projection, Industrea's management team collaborated with CPH management to create certain pro forma historical and projected information set forth in the table below.** The pro forma historical and projected financial information gives pro forma effect to (i) CPH's acquisition on November 17, 2016 of Camfaud

Concrete Pumps Limited, and Premier Concrete Pumping Limited, which each also owned 50% of the stock of South Coast Concrete Pumping Limited (collectively “Camfaud” and the acquisition, the “Camfaud Acquisition”), as further adjusted to reflect a constant currency exchange rate, and (ii) CPH’s acquisition on April 20, 2018 of substantially all assets of Richard O’Brien Companies, Inc., O’Brien Concrete Pumping-Arizona, Inc., O’Brien Concrete Pumping-Colorado, Inc. and O’Brien Concrete Pumping, LLC (collectively, “O’Brien” and the acquisition, the “O’Brien Acquisition”).

Neither Industrea nor CPH has warranted the accuracy, reliability, appropriateness or completeness of the projections to anyone. Neither Industrea nor CPH nor any of their representatives has made or makes any representation to any person regarding the ultimate performance of CPH compared to the information contained in the pro forma historical and projected information, and none of them intends to or undertakes any obligation to update or otherwise revise such information to reflect circumstances existing after August 31, 2018, the date when such projections were provided to the Industrea Board in connection with its vote to approve the Business Combination, or to reflect the occurrence of future events in the event that any or all of the assumptions underlying the projections are shown to be in error, notwithstanding the Updated CPH Projections discussed below. Accordingly, they should not be looked upon as “guidance” of any sort. CPH will not refer back to these forecasts in its future periodic reports filed under the Exchange Act.

The following pro forma historical and projected financial information was prepared by Industrea and CPH. CPH’s independent registered public accounting firm (BDO USA, LLP), has not examined, compiled or otherwise applied procedures with respect to the accompanying financial information presented below and, accordingly, expresses no opinion or any other form of assurance on it. The BDO USA, LLP audit report included in this proxy statement/prospectus relates to historical financial information of CPH as of October 31, 2017 and 2016 and for each of the three years in the period ended October 31, 2017. It does not extend to the following pro forma historical and projected financial information and should not be read as if it does.

The key elements of the pro forma historical and projected financial information as of August 31, 2018, the date on which the Industrea Board approved the Business Combination, is summarized below:

(\$ in millions)	2015	2016	2017	2018E	2019E
Pro Forma Adjusted Revenue	\$199.2	\$235.7	\$236.6	\$256.6	\$278.7
Pro Forma Adjusted EBITDA	\$ 66.7	\$ 82.2	\$ 78.4	\$ 87.3	\$ 97.1
<i>Margin</i>	<i>33.5%</i>	<i>34.9%</i>	<i>33.1%</i>	<i>34.0%</i>	<i>34.8%</i>
Pro Forma Maintenance Capex	\$ 12.4	\$ 19.3	\$ 12.7	\$ 18.5	\$ 18.0
Pro Forma Growth Capex	\$ 17.3	\$ 11.3	\$ 10.5	\$ 6.2	\$ 7.7
Pro Forma Total Capex	\$ 29.7	\$ 30.6	\$ 23.2	\$ 24.7	\$ 25.7
<i>% of Revenue</i>	<i>14.9%</i>	<i>13.0%</i>	<i>9.8%</i>	<i>9.6%</i>	<i>9.2%</i>
Adjusted Free Cash Flow	\$ 37.0	\$ 51.6	\$ 55.2	\$ 62.6	\$ 71.4
<i>Adjusted Free Cash Flow Conversion</i>	<i>55.4%</i>	<i>62.7%</i>	<i>70.4%</i>	<i>71.7%</i>	<i>73.6%</i>

The pro forma historical and projected financial information set forth in the table above was not prepared with a view toward public disclosure or with a view toward complying with the guidelines established by the SEC with respect to prospective financial information, but, in the view of Industrea and CPH, was prepared on a reasonable basis, based on the best available estimates and judgments, and presents, to the best of Industrea’s and CPH’s management knowledge and belief at the time of its preparation, the expected future financial performance of CPH. However, this information is not fact and should not be relied upon as being necessarily indicative of future results, and readers of this proxy statement/prospectus are cautioned not to place undue reliance on the prospective financial information. Neither CPH’s independent registered public accounting firm, nor any other independent accountants, have compiled, examined, or performed any procedures with respect to the prospective financial information contained herein, nor have they expressed any opinion or any other form of assurance on such information or its achievability, and assume no responsibility for, and disclaim any association with, the prospective financial information.